

**CONSTANGY**  
**BROOKS & SMITH, LLC**

SUITE 2400  
230 PEACHTREE STREET, NW  
ATLANTA, GEORGIA 30303-1557  
TELEPHONE (404) 525-8622 • FACSIMILE (404) 525-6955  
www.constangy.com

November 13, 2006

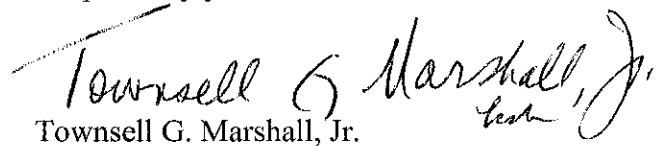
Clerk of Court  
U. S. Bankruptcy Court  
Southern District of New York  
Room 534  
One Bowling Green  
New York, NY 10004-1408

**Re: In Re: Delphi Corporation et al., Debtors**  
**Chapter 11, Case No. 05-44481 (RDD)**  
**Jointly Administered**

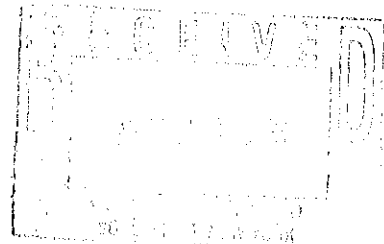
Dear Sir or Madam:

Enclosed for filing in the above-captioned bankruptcy is the Affidavit of Legal Ordinary Course Professional with respect to Constangy, Brooks & Smith, LLC. All interested parties have been served with a copy of this Affidavit.

Respectfully yours,

  
Townsell G. Marshall, Jr.

TGMjr/ksh  
Enclosure



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

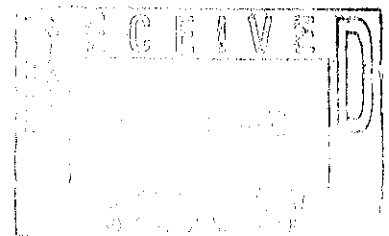
STATE OF GEORGIA )  
 ) ss:  
COUNTY OF FULTON )

Townsell G. Marshall, Jr., being duly sworn, deposes and says:

1. I am an attorney at law, admitted to practice before the Courts of the State of Georgia, the State of Ohio, and the State of Tennessee, as well as numerous Federal District Courts and United States Courts of Appeal, along with the United States Supreme Court, and I am a Managing Member of Constangy, Brooks & Smith, LLC (the "Law Firm"). I am also the Financial Managing Member of the Law Firm. The Law Firm maintains offices for the practice of law at Suite 208, 80 Peachtree Road, Asheville, NC 28803; Suite 2400, 230 Peachtree Street, N.W., Atlanta, GA 30303; Suite 615, 98 San Jacinto Boulevard, Austin, TX 78701; One Federal Place, Suite 900, 1819 Fifth Avenue North, Birmingham, AL 35203; Suite 810, 1301 Gervais Street, Columbia, SC 29201-3326; Suite 520, 4100 Monument Corner Drive, Fairfax, VA 22030; Suite 1610, 200 West Forsyth Street, Jacksonville, FL 32202; Suite 300, 2600 Grand Boulevard, Kansas City, MO 64108; Office #12, 1102 South Florida Avenue, Lakeland, FL 33803; Suite 710, 577 Mulberry Street, Macon, GA 31201; Suite 925, 2100 West End Avenue, Nashville, TN 37203-5231; Suite 3350, 100 North Tampa Street, Tampa, FL 33602; and Suite 300, 100 North Cherry Street, Winston-Salem, NC 27101.

2. This Affidavit is submitted to comply with §§ 328(a) and 329(a) of the Bankruptcy Code, F. R. B. P. 2014 and 2016.

3. Neither I, the Law Firm, nor any Managing Member, Member, associate, or auditor, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.



4. The Law Firm has represented and advised the Debtors in all areas of labor, employment, OSHA, benefits, wage and hour, immigration, and other aspects of labor and employment law.

5. The Debtors have requested, and the Law Firm has agreed, to continue to represent and advise the Debtors in all areas of labor, employment, OSHA, benefits, wage and hour, immigration, and other aspects of labor and employment law. In addition, the Debtors have specifically requested that the Law Firm represent the Debtors with respect to a law suit captioned "The Estate of Charles Kelley et al. v. Delphi Automotive Systems, et al.," United States District Court for the Northern District of Texas, Wichita Falls Division, Case No. 7:03-CV-0189-R.

6. The Law Firm's current fee arrangement with Debtors is that Debtors will be billed on an hourly basis for work performed by attorneys, paralegals, and others and will be billed for actual expenses incurred on behalf of Debtors in representing Debtors. However, the Law Firm does not charge for incidental expenses, such as copies, postage, faxes, or the use of computers in legal research. The Law Firm does charge for copying which must be performed outside the Law Firm, couriers, overnight delivery services, as well as actual expenses for travel, including airfare, mileage, meals, lodging, etc. The current hourly rates for attorneys in the Law Firm vary depending upon experience and location from \$165 to \$257 for associates, \$258 to \$389 for members, and \$115 to \$160 for paralegals. Moreover, the rates for the Law Firm's attorneys and paralegals are reviewed at the end of each calendar year and oftentimes are adjusted upward in January.

7. Except as set forth herein, no promises have been received by the Firm or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

8. The Firm has no agreement with any entity to share with such entity any compensation received by the Firm.

9. The Firm and its Managing Members, Members, associates, and auditors may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. The Firm does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.


10. Neither I, the Firm, nor any Managing Member, Member, associate, or auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which the Firm is to be engaged.

11. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

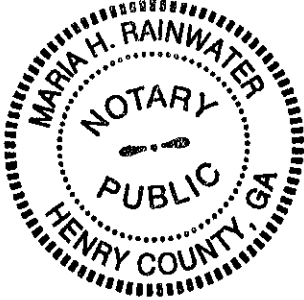
FURTHER AFFIANT SAITH NOT

  
Townsell G. Marshall, Jr.

Subscribed and sworn before me  
this 30th day of November, 2006

  
Notary Public

my commission expires  
December 12, 2008



CERTIFICATE OF SERVICE

Townsell G. Marshall, Jr., Financial Managing Member, hereby certifies that on November 10, 2006, I served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

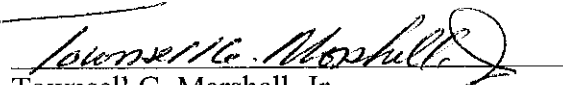
Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Dated: November 13, 2006

  
Townsell G. Marshall, Jr.  
Constangy, Brooks & Smith, LLC  
Suite 2400  
230 Peachtree Street, N.W.  
Atlanta, GA 30303-1557  
(404) 525-8622

Sworn before me this 13th  
day of November, 2006.

  
Notary Public

